

**AMENDMENT TO OIL AND GAS LEASE
AND CONSENT TO ASSIGNMENT**

(Courtney/Aspect Lease)

STATE OF TEXAS §
§ KNOW ALL MEN BY THESE PRESENTS THAT:
COUNTY OF TARRANT §

- (A) Reference is here made for all purposes to that certain Oil and Gas Lease (hereinafter referred to as the "Lease") dated December 20, 2007, recorded as Instrument # D208015558 of the Official Records of Tarrant County, Texas, from the undersigned, Will A. Courtney, Individually and as Trustee of the Cynthia Anne Courtney Trust, the Quintard Peters Courtney, III Trust, the Will Allen Courtney, Jr. Trust and the Catherine Elizabeth Courtney Schmuck Trust as Lessor, to Aspect Abundant Shale L.P. (hereinafter referred to as "Aspect"), as Lessee, covering land located in the J. P. Alford Survey, A-53, the E. H. Elkins Survey, A-487, the George Matthews Survey, A-1078, the J. Wagley Survey, A-1597, and the Henry Robertson Survey, A-1798, all in Tarrant County, Texas, more particularly described on EXHIBIT "A" thereto, which land is referred to in the Lease and herein as the "Land";
- (B) Will A. Courtney and Will Allen Courtney are one and the same person;
- (C) The Cynthia Anne Courtney Trust and the Quintard Peters Courtney III Trust were both created under the will and first codicil thereto of Quintard Peters Courtney, Jr.;
- (D) The Caren Elizabeth Courtney Trust created under the Will of Quintard Peters Courtney, Jr. terminated by its own terms when she died on March 12, 1992, and all of the assets of such trust are now owned by the Cynthia Anne Courtney Trust and the Quintard Peters Courtney, III Trust in equal undivided 1/2 shares;
- (E) One of the original Co-Trustees of the trusts created under the Will of Quintard Peters Courtney, Jr., Robert W. Decker, is deceased, and Will A. Courtney is the currently sole Trustee of the Cynthia Anne Courtney Trust and the Quintard Peters Courtney, III Trust created under the Will of Quintard Peters Courtney, Jr.;
- (F) The Will Allen Courtney, Jr. Trust and the Catherine Elizabeth Courtney Schmuck Trust were both created by that certain Irrevocable Trust Agreement dated September 20, 1995, and such trusts represent the grantee in that certain Warranty Deed dated September 20, 1995, recorded as Instrument # 12110-926 in the Records of Tarrant County, Texas, and Will A. Courtney, Will Allen Courtney, Jr. and Catherine Elizabeth Courtney Schmuck are the current Co-Trustees of each of such trusts;

- (G) By Assignment and Bill of Sale (hereinafter referred to as "Assignment") dated September 4, 2008, recorded as Instrument # D208346713 in the Records of Tarrant County, Texas, Aspect assigned to the undersigned, WILLIAMS PRODUCTION – GULF COAST COMPANY, L.P., a Delaware Limited Liability Company (hereinafter referred to as "Williams"), all of the interests of the Lessee created under the terms and provisions of the Lease, together with other leases not making the subject of this instrument; and
- (H) Lessor and Williams desire to amend the Lease and Lessor desires to consent to the Assignment, to the extent and in the manner hereinafter set forth:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Lessor and Williams do hereby ALTER, CORRECT, MODIFY, AMEND and CHANGE the Lease as follows:

I.

The identity of the named Lessor contained in the Lease is hereby amended to read as follows:

"Will A. Courtney, Individually, as Trustee of the Cynthia Anne Courtney Trust and the Quintard Peters Courtney, III Trust, and as Co-Trustee of the Will Allen Courtney, Jr. Trust and the Catherine Elizabeth Courtney Schmuck Trust; Will Allen Courtney, Jr., as Co-Trustee of the Will Allen Courtney, Jr. Trust and the Catherine Elizabeth Courtney Schmuck Trust; and Catherine Elizabeth Courtney Schmuck, as Co-Trustee of the Will Allen Courtney, Jr. Trust and the Catherine Elizabeth Courtney Schmuck Trust",

and such parties are collectively referred to in the Lease and herein as "Lessor".

II.

The description of the Land set forth on EXHIBIT "A" to the Lease is hereby deleted and eliminated in its entirety and the following description is inserted in lieu thereof and in complete substitution therefor:

"431.612 acres of land, more or less, out of the J. P. Alford Survey, A-53, the E. H. Elkins Survey, A-487, the George Matthews Survey, A-1078, the J. Wagley Survey, A-1597, and the Henry Robertson Survey, A-1798, all in Tarrant County, Texas, being comprised of the following three (3) described tracts:

"Tract A: 214.228 acres of land, more or less, out of said Alford Survey, said Elkins Survey, said Matthews Survey and said Robertson Survey,

being the same land described in that certain deed dated December 15, 1973, recorded in Volume 5575, Page 971, Deed Records, Tarrant County, Texas, from Q. P. Courtney, Jr. and others to Robert A. White, Trustee;

"Tract B: 214.39 acres of land, more or less, out of said Alford Survey, said Wagley Survey and said Robertson Survey, being the same land described in that certain deed dated December 15, 1973, recorded in Volume 5575, Page 965, Deed Records, Tarrant County, Texas, from Q. P. Courtney, Jr. and others to Robert A. White, Trustee; and

"Tract C: 2.994 acres of land, more or less, out of said Elkins Survey and said Matthews Survey, being part of that certain 3.7 acre tract described in that certain lease contract dated May 14, 1926, recorded in Volume 933, Page 471, Deed Records, Tarrant County, Texas, from G. W. Haltom to Albert Wandry, being all of said 3.7 acre tract, LESS, SAVE AND EXCEPT, HOWEVER, from said 3.7 acre tract, the following described tracts:

- "1. 0.280 acres of land, more or less, out of said Matthews Survey, being the same land described in that certain quitclaim deed dated December 6, 1973, recorded in Volume 5575, Page 963, Deed Records, Tarrant County, Texas, from R. F. Loughridge, Sr. and wife, Anna A. Loughridge, to Q. P. Courtney, Jr. and Will A. Courtney; and
- "2. 0.426 acres of land, more or less, out of said Elkins Survey and said Matthews Survey, being the same land comprised of two (2) tracts described in that certain deed dated December 7, 1973, recorded in Volume 5568, Page 816, Deed Records, Tarrant County, Texas, from Q. P. Courtney, Jr. and others to R. F. Loughridge, Sr.,

"LEAVING 2.994 acres of and, more or less."

III.

Subparagraph (d) of Paragraph 6. of the Lease is hereby deleted and eliminated in its entirety and the following new Subparagraph (d) is inserted in lieu thereof and in complete substitution therefor:

"As used in this Lease, the term 'horizontal well' means a well that meets the definition of a 'horizontal drainhole well' under Statewide Rule 86 of the Railroad Commission of Texas, and a 'vertical well' is a well that is not a horizontal well. The land assigned to a well for the purposes of this section is referred to as a

'Retained Tract'. The size of a Retained Tract for a vertical well and/or a horizontal well shall not exceed the acreage amount in order to conform to any well spacing or density pattern that may be prescribed or permitted by any governmental authority having jurisdiction including, without limitation, the additional acreage authorized for horizontal well spacing units set forth in said Statewide Rule 86 of the Railroad Commission of Texas."

IV.

The following sentence is hereby inserted at the end of Paragraph 7. of the Lease:

"The effective date of any pooled unit created hereunder shall be the date of first production from said unit or the date the pooling instrument creating said unit is filed for record, whichever first occurs."

Except as herein amended, the Lease is hereby RATIFIED, ADOPTED, CONFIRMED and DECLARED to be valid, binding, subsisting and in full force and effect and Lessor does hereby GRANT, LEASE, LET and DEMISE the Land to Williams, its successors and assigns, subject to the terms and provisions of the Lease, as amended herein.

And for the same consideration, Lessor does hereby CONSENT to the Assignment.

The terms and provisions of this instrument shall be binding upon and shall inure to the benefit of Lessor and Williams, their respective heirs or successors and assigns.

For convenience, this instrument may be executed in multiple counterparts, with each separate counterpart constituting a valid and binding instrument. Each of the undersigned agree that for recording purposes their respective signature pages and acknowledgments may be removed from their respective counterpart and attached to a single Amendment to Oil and Gas Lease and Consent to Assignment.

IN WITNESS WHEREOF, this instrument is executed by the undersigned on the respective dates set opposite their names below, but shall be effective as of May 8, 2009.

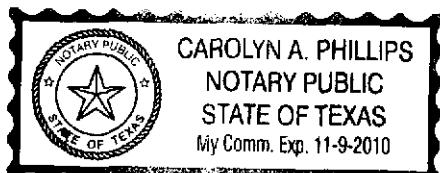
May 8, 2009

Date

Will A. Courtney
WILL A. COURTNEY, INDIVIDUALLY, AS
TRUSTEE OF THE CYNTHIA ANNE
COURTNEY TRUST AND THE QUINTARD
PETERS COURTNEY, III TRUST, AND AS
CO-TRUSTEE OF THE WILL ALLEN
COURTNEY, JR. TRUST AND THE
CATHERINE ELIZABETH COURTNEY
SCHMUCK TRUST

STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 8th day of May, 2009, by WILL A. COURTNEY, INDIVIDUALLY, AS TRUSTEE OF THE CYNTHIA ANNE COURTNEY TRUST AND THE QUINTARD PETERS COURTNEY, III TRUST, AND AS CO-TRUSTEE OF THE WILL ALLEN COURTNEY, JR. TRUST AND THE CATHERINE ELIZABETH COURTNEY SCHMUCK TRUST, on behalf of all of said trusts, and in all capacities set forth therein.



Carolyn A. Phillips
Notary Public in and for the State of Texas

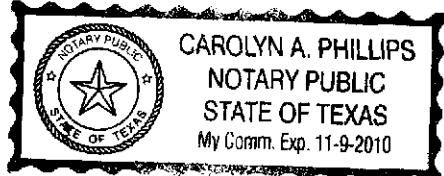
May 8, 2009

Date

Will Allen Courtney Jr.
WILL ALLEN COURTNEY, JR., AS
CO-TRUSTEE OF THE WILL ALLEN
COURTNEY, JR. TRUST AND THE
CATHERINE ELIZABETH COURTNEY
SCHMUCK TRUST

STATE OF TEXAS §
§
COUNTY OF TARRANT §

This instrument was acknowledged before me on this the 8th day of May, 2009, by WILL ALLEN COURTNEY, JR., AS CO-TRUSTEE OF THE WILL ALLEN COURTNEY, JR. TRUST AND THE CATHERINE ELIZABETH COURTNEY SCHMUCK TRUST, on behalf of said trusts.



Carolyn A. Phillips
Notary Public in and for the State of Texas

May 8, 2009
Date

Catherine Elizabeth Courtney Schmuck
CATHERINE ELIZABETH COURTNEY
SCHMUCK, AS CO-TRUSTEE OF THE
WILL ALLEN COURTNEY, JR. TRUST AND
THE CATHERINE ELIZABETH COURTNEY
SCHMUCK TRUST

STATE OF TEXAS §
§
COUNTY OF ~~TARRANT~~ §

This instrument was acknowledged before me on this the 8th day of May, 2009, by CATHERINE ELIZABETH COURTNEY SCHMUCK, AS CO-TRUSTEE OF THE WILL ALLEN COURTNEY, JR. TRUST AND THE CATHERINE ELIZABETH COURTNEY SCHMUCK TRUST, on behalf of said trusts.



Linda Gonzalez
Notary Public in and for the State of Texas

WILLIAMS PRODUCTION –
GULF COAST COMPANY, L.P.

May 14, 2009

Date _____

By:

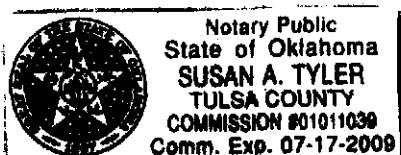


Gerald Meeks, Attorney-in-Fact

[Print/Type Name, Title]

STATE OF OKLAHOMA §
COUNTY OF TULSA §

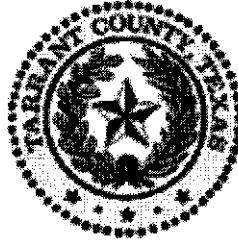
This instrument was acknowledged before me on this the 14th day of May, 2009, by
Gerald Meeks, as Attorney-in-Fact of WILLIAMS
PRODUCTION – GULF COAST COMPANY, L.P., a Delaware Limited Partnership, on behalf
of said partnership.



Susan A. Tyler
Notary Public in and for the State of Oklahoma

AFTER RECORDING, return to:
Thomas Development Corp.
P. O. Box 1866
Burleson, TX 76097

**AMENDMENT TO OIL AND GAS LEASE
AND CONSENT TO ASSIGNMENT – Page 7**



THOMAS DEVELOPMENT CORP
PO BOX 1866

BURLESON TX 76097

Submitter: THOMAS DEVELOPMENT CORPORATION

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 05/15/2009 10:16 AM
Instrument #: D209130158
U BPGS \$40.00

By: _____



D209130158

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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